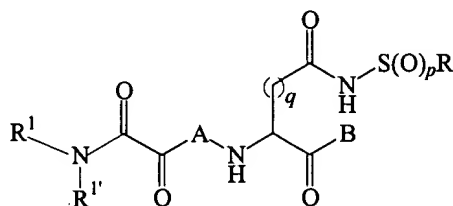


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

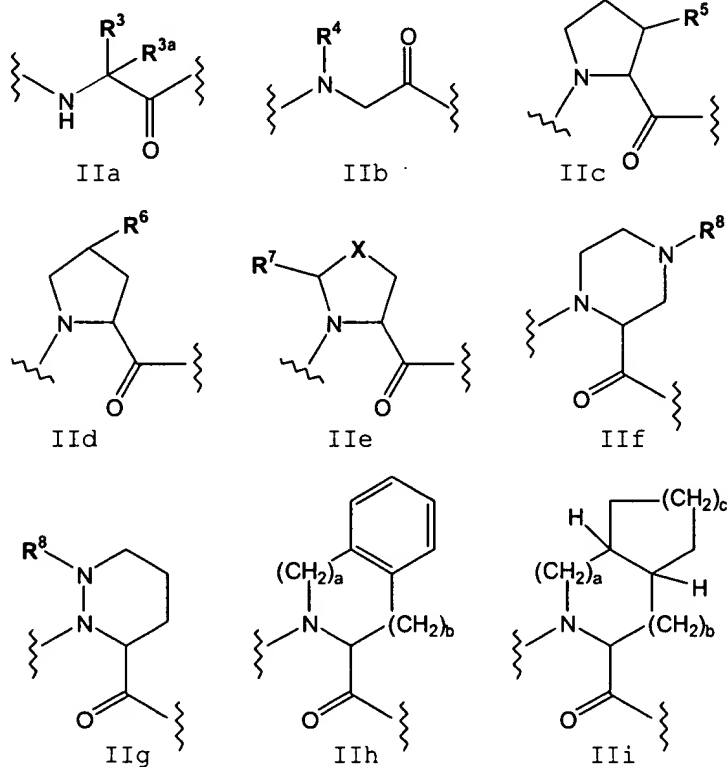
Listing of Claims:

1. (Original) A compound of the following formula:



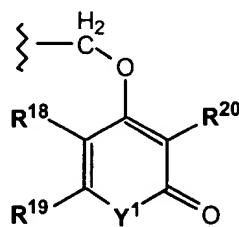
wherein:

A is a natural or unnatural amino acid of Formula IIa-i:

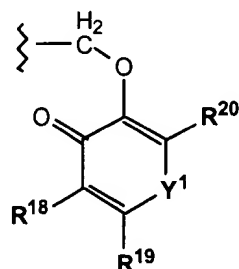


B is a hydrogen atom, a deuterium atom, alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, 2-benzoxazolyl,

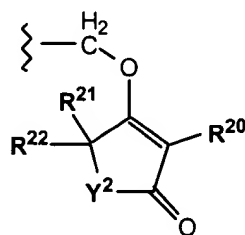
substituted 2-oxazolyl, $(\text{CH}_2)_n\text{cycloalkyl}$, $(\text{CH}_2)_n\text{phenyl}$, $(\text{CH}_2)_n(\text{substituted phenyl})$, $(\text{CH}_2)_n(1 \text{ or } 2\text{-naphthyl})$, $(\text{CH}_2)_n(\text{substituted } 1 \text{ or } 2\text{-naphthyl})$, $(\text{CH}_2)_n(\text{heteroaryl})$, $(\text{CH}_2)_n(\text{substituted heteroaryl})$, halomethyl, CO_2R^{12} , $\text{CONR}^{13}\text{R}^{14}$, $\text{CH}_2\text{ZR}^{15}$, $\text{CH}_2\text{OCO}(\text{aryl})$, $\text{CH}_2\text{OCO}(\text{heteroaryl})$, or $\text{CH}_2\text{OPO}(\text{R}^{16})\text{R}^{17}$, where Z is an oxygen or a sulfur atom, or B is a group of the Formula IIIa-c:



IIIa



IIIb



IIIc

p is 1 or 2;

q is 1 or 2;

R and R¹ are the same or different and independently alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, substituted phenylalkyl, naphthyl, substituted naphthyl, (1 or 2 naphthyl)alkyl, substituted (1 or 2 naphthyl)alkyl, heterocycle, substituted heterocycle, (heterocycle)alkyl, substituted (heterocycle)alkyl, R^{1a}(R^{1b})N or R^{1c}O;

R^{1'} is hydrogen, alkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, heterocycle or substituted heterocycle;

or R¹ and R^{1'} taken together with the nitrogen atom to which they are attached form a heterocycle or substituted heterocycle;

and wherein:

R^{1a} and R^{1b} are the same or different and, at each occurrence, independently hydrogen, alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, substituted phenylalkyl, naphthyl, substituted naphthyl, (1 or 2 naphthyl)alkyl, substituted (1 or 2

naphthyl)alkyl, heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or substituted (heteroaryl)alkyl, with the proviso that R^{1a} and R^{1b} cannot both be hydrogen;

R^{1c} is, at each occurrence, alkyl, cycloalkyl, (cycloalkyl)alkyl, phenyl, substituted phenyl, phenylalkyl, substituted phenylalkyl, naphthyl, substituted naphthyl, (1 or 2 naphthyl)alkyl, substituted (1 or 2 naphthyl)alkyl, heteroaryl, substituted heteroaryl, (heteroaryl)alkyl, or substituted (heteroaryl)alkyl;

R^3 is lower alkyl, cycloalkyl, phenyl, substituted phenyl, $(CH_2)_nNH_2$, $(CH_2)_nNHCOR^9$, $(CH_2)_nN(C=NH)NH_2$, $(CH_2)_mCO_2R^2$, $(CH_2)_mOR^{10}$, $(CH_2)_mSR^{11}$, $(CH_2)_ncycloalkyl$, $(CH_2)_nphenyl$, $(CH_2)_n(substituted\ phenyl)$, $(CH_2)_n(1\ or\ 2-naphthyl)$ or $(CH_2)_n(heteroaryl)$, wherein heteroaryl includes pyridyl, thienyl, furyl, thiazolyl, imidazolyl, pyrazolyl, isoxazolyl, pyrazinyl, pyrimidyl, triazinyl, tetrazolyl, and indolyl;

R^{3a} is hydrogen or methyl, or R^3 and R^{3a} taken together are $-(CH_2)_d-$ where d is an interger from 2 to 6;

R^4 is phenyl, substituted phenyl, $(CH_2)_mphenyl$, $(CH_2)_m(substituted\ phenyl)$, cycloalkyl, or benzofused cycloalkyl;

R^5 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, $(CH_2)_ncycloalkyl$, $(CH_2)_nphenyl$, $(CH_2)_n(substituted\ phenyl)$, or $(CH_2)_n(1\ or\ 2-naphthyl)$;

R^6 is hydrogen, fluorine, oxo, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $(CH_2)_ncycloalkyl$, $(CH_2)_nphenyl$, $(CH_2)_n(substituted\ phenyl)$, $(CH_2)_n(1\ or\ 2-naphthyl)$, OR^{10} , SR^{11} or $NHCOR^9$;

R^7 is hydrogen, oxo (*i.e.*, = O), lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $(CH_2)_ncycloalkyl$, $(CH_2)_nphenyl$, $(CH_2)_n(substituted\ phenyl)$, or $(CH_2)_n(1\ or\ 2-naphthyl)$;

R^8 is lower alkyl, cycloalkyl, $(CH_2)_n$ cycloalkyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), $(CH_2)_n$ (1 or 2-naphthyl), or COR^9 ;

R^9 is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $(CH_2)_n$ cycloalkyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), $(CH_2)_n$ (1 or 2-naphthyl), OR^{12} , or $NR^{13}R^{14}$;

R^{10} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $(CH_2)_n$ cycloalkyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), or $(CH_2)_n$ (1 or 2-naphthyl);

R^{11} is lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, $(CH_2)_n$ cycloalkyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), or $(CH_2)_n$ (1 or 2-naphthyl);

R^{12} is lower alkyl, cycloalkyl, $(CH_2)_n$ cycloalkyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), or $(CH_2)_n$ (1 or 2-naphthyl);

R^{13} is hydrogen, lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, $(CH_2)_n$ cycloalkyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), or $(CH_2)_n$ (1 or 2-naphthyl);

R^{14} is hydrogen or lower alkyl;

or R^{13} and R^{14} taken together form a five to seven membered carbocyclic or heterocyclic ring, such as morpholine, or N-substituted piperazine;

R^{15} is phenyl, substituted phenyl, naphthyl, substituted naphthyl, heteroaryl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), $(CH_2)_n$ (1 or 2-naphthyl), or $(CH_2)_n$ (heteroaryl);

R^{16} and R^{17} are independently lower alkyl, cycloalkyl, phenyl, substituted phenyl, naphthyl, phenylalkyl, substituted phenylalkyl, or (cycloalkyl)alkyl;

R^{18} and R^{19} are independently hydrogen, alkyl, phenyl, substituted phenyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), or R^{18} and R^{19} taken together are $-(CH=CH)_2-$;

R^{20} is hydrogen, alkyl, phenyl, substituted phenyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl);

R^{21} , R^{22} and R^{23} are independently hydrogen, or alkyl;

X is CH_2 , $(CH_2)_2$, $(CH_2)_3$, or S;

Y^1 is O or NR^{23} ;

Y^2 is CH_2 , O, or NR^{23} ;

a is 0 or 1 and b is 1 or 2, provided that when a is 1 then b is 1;

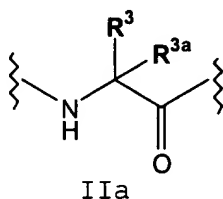
c is 1 or 2, provided that when c is 1 then a is 0 and b is 1;

m is 1 or 2; and

n is 1, 2, 3 or 4;

or a pharmaceutically acceptable salt thereof.

2. (Original) The compound of claim 1 wherein A is

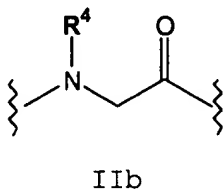


3. (Original) The compound of claim 2 wherein

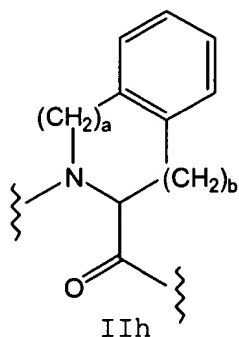
R^3 is lower alkyl, cycloalkyl, phenyl, substituted phenyl, $(CH_2)_nNH_2$, $(CH_2)_mOR^{10}$, $(CH_2)_mSR^{11}$, $(CH_2)_n$ cycloalkyl, $(CH_2)_n$ phenyl, $(CH_2)_n$ (substituted phenyl), or $(CH_2)_n$ (1 or 2-naphthyl); and

R^{3a} is hydrogen.

4. (Original) The compound of claim 1 wherein A is



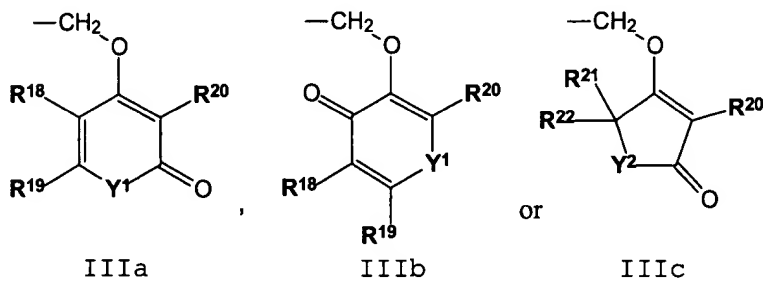
10. (Original) The compound of claim 1 wherein A is



11. (Original) The compound of claim 10 wherein a is 0.

12. (Original) The compound of claim 1 wherein B is hydrogen, 2-benzoxazolyl, substituted 2-oxazolyl, $\text{CH}_2\text{ZR}^{15}$, $\text{CH}_2\text{OCO}(\text{aryl})$, or $\text{CH}_2\text{OPO}(\text{R}^{16})\text{R}^{17}$, and wherein Z is an oxygen or a sulfur atom.

13. (Original) The compound of claim 1 wherein B is



14. (Original) The compound of claim 13 wherein R^{18} and R^{19} are independently hydrogen, alkyl, or phenyl, or wherein R^{18} and R^{19} taken together are $-(\text{CH}=\text{CH})_2-$.

15. (Original) The compound of claim 1 wherein R^1 is phenyl, substituted phenyl, phenylalkyl, substituted phenylalkyl, naphthyl, substituted naphthyl, (1 or 2 naphthyl)alkyl, heteroaryl, or (heteroaryl)alkyl.

16. (Original) The compound of claim 3 wherein R^3 is methyl, isopropyl, isobutyl, cyclohexylmethyl, t-butyl, cyclohexyl or phenyl.

17. (Original) The compound of claim 16 wherein B is $\text{CH}_2\text{O}(2,3,5,6\text{-tetrafluorophenyl})$.

18. (Original) The compound of claim 1 wherein R^1 is 1-naphthyl and A is valine.

19. (Original) The compound of claim 1 wherein R^1 is 1-naphthyl and B is $\text{CH}_2\text{O}(2,3,5,6\text{-tetrafluorophenyl})$.

20. (Original) The compound of claim 1 wherein $R^{1'}$ is hydrogen.

21. (Original) The compound of claim 1 wherein $R^{1'}$ is lower alkyl.

22. (Original) The compound of claim 1 wherein R is lower alkyl.

23. (Original) The compound of claim 1 wherein R is methyl.

24. (Original) The compound of claim 1 wherein q is 1.

25. (Original) The compound of claim 1 wherein p is 2.

26-36. (Cancelled)